

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

)	
In re:)	Chapter 11
)	
VALARIS PLC, <i>et al.</i> , ¹)	Case No. 20-34114 (MI)
)	
Debtors.)	(Jointly Administered)
)	
)	Re Dkt Nos. 28, 205

**DEBTORS' AMENDED WITNESS AND EXHIBIT LIST FOR
SEPTEMBER 24, 2020 HEARING**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this Witness and Exhibit List for the hearing on Debtors’ Motion for Entry of an Order (A) Authorizing the Debtors to Obtain Postpetition Financing, (B) Granting Liens and Providing Superpriority Administrative Expense Status, (C) Modifying the Automatic Stay, and (D) Granting Related Relief [Docket No. 28] (the “DIP Motion”) to be held on September 24, 2020 at 3:00 p.m. (prevailing Central Time) (the “Hearing”):

WITNESSES

The Debtors will call the following witnesses at the Hearing:

1. Jonathan Baksht, Executive Vice President and Chief Financial Officer of Valaris PLC (fact witness); and
2. David Kurtz, Global Head of Restructuring at Lazard Frères & Co. LLC (fact and expert witness).

¹ A list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <http://cases.stretto.com/Valaris>. Debtor Ensco Incorporated's principal place of business and the Debtors' service address in these chapter 11 cases is 5847 San Felipe Street, Suite 3300, Houston, Texas 77057.

The Debtors may call the following witnesses at the Hearing:

3. Rebuttal witnesses as necessary; and
4. Any witness identified on any other party's Witness List.

EXHIBITS

EXHIBIT	DESCRIPTION	MARK	OFFER	ACCEPT	ADMIT	W/D	DISPOSITION AFTER TRIAL
1.	Baksht Email (December 10, 2019) [VAL_DIP00022941]						
2.	Board of Directors Materials (April 15, 2020) [VAL_DIP00000313]						
3.	Lenz Email (May 28, 2020) [CITI_DIP_0004465]						
4.	Valaris Plc Noteholder DIP Proposal (May 28, 2020) [VAL_DIP00002041]						
5.	Citibank Enterprise Valuation and Classification Analysis (May 29, 2020) [CITI_DIP_0002386]						
6.	Project Verge Final Approval Memo (June 2020) [CITI_DIP_0000458]						
7.	Standalone DIP Facility Discussion Materials (June 2020) [CITI_DIP_0001640]						
8.	DIP and Exit Facility Discussion Materials (June 2020) [CITI_DIP_0007012]						

EXHIBIT	DESCRIPTION	MARK	OFFER	ACCEPT	ADMIT	W/D	DISPOSITION AFTER TRIAL
9.	DIP Facility Indicative Terms Deck (June 2020) [VAL_DIP00001906]						
10.	Restructuring and Exit Facility Proposal (June 2020) [PWP_DIP_0000172]						
11.	Noteholder Term Sheet (June 2020) [VAL_DIP00002067]						
12.	Valaris DIP Facility Indicative Terms (June 2020) [VAL_DIP00006681]						
13.	Hedrick Email (June 2, 2020) [CITI_DIP_0006854]						
14.	Banks' DIP & Exit Facility Indicative Terms (June 9, 2020) [VAL_DIP00001946]						
15.	Lenz Email (June 20, 2020) [CITI_DIP_0001722]						
16.	Bank DIP Facility Indicative Terms (June 21, 2020) [VAL_DIP00001952]						
17.	Baumann Email (June 24, 2020) [CITI_DIP_0005373]						
18.	Miller Emails (June 26, 2020) [CITI_DIP_0001673]						
19.	Baumann Email (June 26, 2020) [CITI_DIP_0003160]						

EXHIBIT	DESCRIPTION	MARK	OFFER	ACCEPT	ADMIT	W/D	DISPOSITION AFTER TRIAL
20.	Mackay Email (June 26, 2020) [CITI_DIP_0006661]						
21.	Mackay Email (June 27, 2020) [CITI_DIP_0001529]						
22.	Mackay Email (June 27, 2020) [CITI_DIP_0001905]						
23.	Mackay Email (June 28, 2020) [CITI_DIP_0002438]						
24.	Mackay Email (June 28, 2020) [CITI_DIP_0002699]						
25.	DIP Syndication Update as of June 29, 2020 [CITI_DIP_0002780]						
26.	Restructuring and Exit Facility Proposal (July 2020) [VAL_DIP00001932]						
27.	Lenz Email (July 3, 2020) [CITI_DIP_0001577]						
28.	Lenz Email (July 3, 2020) [CITI_DIP_0001733]						
29.	Baumann Email (July 6, 2020) [CITI_DIP_0001499]						
30.	Hoang Email (July 8, 2020) [CITI_DIP_0001659]						
31.	Noteholder Plan Term Sheet (July 10, 2020) [VAL_DIP00001964]						

EXHIBIT	DESCRIPTION	MARK	OFFER	ACCEPT	ADMIT	W/D	DISPOSITION AFTER TRIAL
32.	Mackay Email (July 16, 2020) [PWP_DIP_0001251]						
33.	Sosnick Email (July 23, 2020) [VAL_DIP23159]						
34.	Sosnick Email (July 23, 2020) [VAL_DIP00023167]						
35.	Smith Email (July 27, 2020) [LZ_DIP_00000685]						
36.	Lenz Email (July 30, 2020) [CITI_DIP_0001250]						
37.	Shearman & Sterling Draft DIP Fee Letter (July 30, 2020) [VAL_DIP00012734]						
38.	Bank Group Restructuring Proposal (August 2020) [PWP_DIP_0000217]						
39.	RCF Lender Group Alternative Restructuring Proposal (August 2020) [VAL_DIP00022927]						
40.	Mackay Email (August 4, 2020) [CITI_DIP_0002981]						
41.	Mackay Email (August 4, 2020) [LZ_DIP_00000709]						
42.	Kurtz Email (August 4, 2020) [LZ_DIP_00000772]						
43.	Baksht Email (August 4, 2020) [VAL_DIP00022896]						

EXHIBIT	DESCRIPTION	MARK	OFFER	ACCEPT	ADMIT	W/D	DISPOSITION AFTER TRIAL
44.	Mackay Email (August 5, 2020) [LZ_DIP_000763]						
45.	Noteholder Proposal (August 7, 2020) [VAL_DIP00002024]						
46.	Kagan Email (August 9, 2020) [LZ_DIP_00000808]						
47.	Board of Directors Minutes (August 10, 2020) [VAL_DIP00022828]						
48.	Board of Directors Materials (August 10, 2020) [VAL_DIP00000979]						
49.	Lefkovits Email (August 10, 2020) [LZ_DIP_00000818]						
50.	Kagan Email (August 10, 2020) [LZ_DIP_00000821]						
51.	Plan Term Sheet Comparison (August 11, 2020) [VAL_DIP00001989]						
52.	Kurtz Email (August 11, 2020) [LZ_DIP_00000838]						
53.	Hanley Email (August 12, 2020) [CITI_DIP_0003621]						
54.	Smith Email (August 12, 2020) [LZ_DIP_00000853]						
55.	Bank Group Alternative Restructuring Proposal						

EXHIBIT	DESCRIPTION	MARK	OFFER	ACCEPT	ADMIT	W/D	DISPOSITION AFTER TRIAL
	(August 31, 2020) [VAL_DIP00022927]						
56.	Board of Directors Presentation (September 4, 2020) [VAL_DIP0002289]						
57.	Lazard Letter (September 4, 2020) [VAL_DIP00011708]						
58.	Expert Report of David S. Kurtz in support of the DIP Motion, dated September 20, 2020.						
59.	Citibank's Responses and Objections to Debtor's Discovery Requests						
60.	UCC Presentation (September 14, 2020) [VAL_DIP00023357]						
61.	Debtors' Demonstrative Ex. 1 - Timeline						
62.	Any document or pleading filed in the above-captioned main cases.						
63.	Any exhibit necessary for impeachment and/or rebuttal purposes.						
64.	Any exhibit identified or offered by any other party.						

RESERVATION OF RIGHTS

The Debtors reserve the right to amend or supplement their Witness List or Exhibit List prior to the Hearing.

September 24, 2020

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CERTIFICATE OF SERVICE

The undersigned certifies that on September 24, 2020, a true and correct copy of this document was served on counsel for the following via electronic mail:

Citibank, N.A., as Administrative Agent for the RCF Lenders

The Ad Hoc Group of Unsecured Noteholders

Official Committee of Unsecured Creditors

Office of the United States Attorney for the Southern District of Texas

/s/ Jeffrey J. Zeiger
Jeffrey J. Zeiger, P.C.